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Suzanne Henderson

DECLARATION OF POOLED UNIT
KEEP A STEPPIN NORTH UNIT

STATE OF TEXAS)
COUNTY OF TARRANT)

KNOW ALL PERSONS BY THESE PRESENTS:

L 0209643

This Declaration of Pooled Unit is executed to be effective as of November 11, 2008, by the undersigned parties, who are the owners of an interest in the leasehold estates created under those certain Oil, Gas and Mineral Leases (the "Leases") which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes, or who are the owners of an interest in the mineral estate in the lands described in the Leases, who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the leases and mineral estates herein described.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land, lands, lease, or leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and mineral estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned.

NOW, THEREFORE, in consideration of the foregoing premises, the mutual benefits to be derived by the parties hereto and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned agree as follows:

1. Declaration of Unit. In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the mineral estates therein, to the extent necessary to form and create the Unit Area described below. Production from the Unit shall be allocated proportionately among all of the tracts within the Unit in the proportion which the number of surface acres in each of such tracts bears to the total number of surface acres in the Unit.
2. Description of Unit Area. The Unit Area (herein so called) shall consist of **161.050 acres**, more or less, being the lands more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes, and the unit shall be limited to the interval and depths lying from the surface of the earth to the base of the Barnett Shale formation **INSOFAR AND ONLY INSOFAR** as to oil, gas, and associated and constituent hydrocarbons produced from a well or wells classified as an oil well or a gas well. This Declaration of Pooled Unit covers all production from the lands described on the attached Exhibit "B" which is produced from any well drilled to the unitized interval underlying the Unit Area.

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3. Unit Name. The pooled unit created hereby shall be known as the "**Keep A Steppin North Unit.**"
4. Additional Interest; Consent. In the event the undersigned own any leasehold interest or mineral interest other than those specifically described or referred to herein covering the lands inside the Unit Area, including any unleased mineral interest in lands inside the Unit Area, or any interest for which ratification of the pooled unit created hereby is necessary, such interest or interests are hereby pooled and combined into said pooled unit as hereby declared without the necessity of specifically enumerating such interests or the specific lands covered by such interests or in which they are held.
5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the pooled unit described herein, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit Area; (ii) to include any other formation or formations and any other mineral or minerals therein, thereunder or produced therefrom, all in accordance with the terms and provisions of the Leases; (iii) to include in the pooled unit described herein or in any amendments hereto, oil, gas and mineral leases, or interests in the lands described therein, covering interests in the Unit Area, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein, and (iv) to include in the pooled unit described herein or in any amendments hereto, full or undivided interests in the Unit Area which are not otherwise included herein by the respective owner of such full or undivided interests.
6. Dissolution of Unit. The pooled unit formed hereby may be dissolved by Chesapeake Exploration L.L.C., acting as the Operator of the pooled unit, at any time by an instrument filed for record in Tarrant County, Texas, after any failure to establish unit production or after cessation of operations upon the pooled unit.
7. Multiple Originals. This instrument may be executed in any number of multiple counterparts, each of which shall have the same force and effect as an original instrument executed by all of the undersigned parties, regardless of whether such counterpart is executed prior to or subsequent to the date hereof or the filing of record of a counterpart hereof. Further, this instrument may not be ratified, consented to or approved by any party, individual, person or entity except upon the express written consent of all the undersigned parties hereto. This Declaration of Pooled Unit, and each counterpart or ratification hereof, shall be binding upon each party who executed the same, and shall have the effect of pooling such party's undivided ownership interest in the leases covered hereby, without regard to whether any other party owning an interest in the Leases or Unit Area may execute this instrument, or a counterpart or ratification hereof.
8. General Provisions. This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties. When the context requires, singular nouns and pronouns include the plural.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes as of the date first above written.

Chesapeake Exploration, L.L.C., successor by merger to
Chesapeake Exploration Limited Partnership

By: _____
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel

BV
OCS

ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) ss:
COUNTY OF OKLAHOMA)

BEFORE me, the undersigned, a Notary Public in and for said County and State, on this 11th day of November, 2008, personally appeared Henry J. Hood, Senior Vice President - Land and Legal of **Chesapeake Operating, Inc.**, acting as General Partner for **Chesapeake Exploration L.L.C.**, an Oklahoma limited partnership, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.



Notary Public

My Commission Expires: _____
My Commission Number: _____

EXHIBIT "A"

Attached to and made a part of that certain
Declaration of Pooled Unit
Designating the Keep A Steppin North Unit.

TX7157796-000

LESSOR: Keep A Steppin, Ltd.
LESSEE: Chesapeake Exploration L.L.C.
DATE: 7/16/2008
RECORDED: D208306998, Official Records of Tarrant County, Texas
DESCRIPTION: 135.50 acres, more or less, being further described in the above mentioned oil and gas lease INSOFAR AND ONLY INSOFAR as said oil and gas lease covers land situated within the Unit.

TX2207227-000

LESSOR: Grace Presbytery
LESSEE: Chesapeake Exploration L.P.
DATE: 2/14/2007
RECORDED: D207102765, Official Records of Tarrant County, Texas
DESCRIPTION: 7.097 acres, more or less, being further described in the above mentioned oil and gas lease INSOFAR AND ONLY INSOFAR as said oil and gas lease covers land situated within the Unit.

TX7156632-001

LESSOR: Larry Don and Judy Ann Bankston
LESSEE: Chesapeake Exploration L.L.C.
DATE: 7/16/2008
RECORDED: D208324304, Records of Tarrant County, Texas
DESCRIPTION: 58.5654 acres, more or less, being further described in the above mentioned oil and gas lease INSOFAR AND ONLY INSOFAR as said oil and gas lease covers land situated within the Unit.

TX2209341-001

LESSOR: Mansfield Independent School District
LESSEE: Chesapeake Exploration L.P.
DATE: 11/14/2006
RECORDED: D207018819, Official Records of Tarrant County, Texas
DESCRIPTION: 352.303 acres, more or less, being further described in the above mentioned oil and gas lease INSOFAR AND ONLY INSOFAR as said oil and gas lease covers land situated within the Unit.

Range Resources Lease

LESSOR: Ernest Botard, Jr.
LESSEE: Adexo Production Company
DATE: 5/2/2006
RECORDED: D206213127, Official Records of Tarrant County, Texas
DESCRIPTION: .918 acres, more or less, being further described in the above mentioned oil and gas lease INSOFAR AND ONLY INSOFAR as said oil and gas lease covers land situated within the Unit.

TX7150223-001

LESSOR: Thomas Wilson Lowe III
LESSEE: Chesapeake Exploration, L.L.C.
DATE: 10/10/2008
RECORDED: D208425587, Official Records of Tarrant County, Texas
DESCRIPTION: 1.935 acres, more or less, being further described in the above mentioned oil and gas lease INSOFAR AND ONLY INSOFAR as said oil and gas lease covers land situated within the Unit.

TX7150223-002

LESSOR: Margaret E. Lowe Wienckoski
LESSEE: Chesapeake Exploration, L.L.C.
DATE: 10/10/2008
RECORDED: D208425588, Official Records of Tarrant County, Texas
DESCRIPTION: 1.935 acres, more or less, being further described in the above mentioned oil and gas lease INSOFAR AND ONLY INSOFAR as said oil and gas lease covers land situated within the Unit.

TX7150223-003

LESSOR: Robert Turner Lowe
LESSEE: Chesapeake Exploration, L.L.C.
DATE: 10/10/2008
RECORDED: D208425589, Official Records of Tarrant County, Texas
DESCRIPTION: 1.935 acres, more or less, being further described in the above mentioned oil and gas lease INSOFAR AND ONLY INSOFAR as said oil and gas lease covers land situated within the Unit.

Exhibit B

Keep A Steppin North

Being 161.050 acres of land more or less located in the J. Watson Survey, Abstract No. 1632, H. Brandenburg Survey, Abstract No 129, Tarrant County, Texas. Said 161.050 acres of land being more particularly described as follows:

Commencing at a point located in the Northeast corner of the J. Watson Survey, Abstract No. 1632;

Thence South 29 degrees 06 minutes 46 seconds East 1216.84 feet to a ½" iron rod also being the POINT OF BEGINNING;

Thence South 29 degrees 36 minutes 56 seconds East 570.41 feet to a point;

Thence South 60 degrees 24 minutes 54 seconds West 226.39 feet to a 5/8" iron rod;

Thence South 30 degrees 10 minutes 23 seconds East 192.45 feet to a point;

Thence South 28 degrees 48 minutes 28 seconds East 992.08 feet to a point;

Thence North 59 degrees 49 minutes 32 seconds East 223.13 feet to a point;

Thence South 28 degrees 51 minutes 22 seconds East 1819.56 feet to a point;

Thence South 60 degrees 31 minutes 38 seconds West 1465.47 feet to a ½" iron rod;

Thence South 60 degrees 16 minutes 38 seconds West 2157.89 feet to a point;

Thence North 29 degrees 43 minutes 22 seconds West 558.91 feet to a point;

Thence North 60 degrees 16 minutes 38 seconds East 1937.67 feet to a point;

Thence North 29 degrees 43 minutes 22 seconds West 1248.41 feet to a point;

Thence North 31 degrees 10 minutes 58 seconds West 179.03 feet to a point;

Thence North 58 degrees 43 minutes 05 seconds East 227.39 feet to a point;

Thence North 30 degrees 01 minutes 10 seconds West 21.47 feet to an iron rod with cap;

Thence North 29 degrees 55 minutes 09 seconds West 1395.57 feet to a point;

Thence North 29 degrees 58 minutes 31 seconds West 709.27 feet to a point;

Thence North 44 degrees 22 minutes 45 seconds East 348.54 feet to a point;

Thence South 84 degrees 11 minutes 38 seconds East 776.25 feet to a point;

Thence South 26 degrees 38 minutes 30 seconds East 400.12 feet to a point;

Thence North 79 degrees 55 minutes 15 seconds East 232.37 feet to a point;

Thence North 26 degrees 39 minutes 33 seconds West 399.00 feet to an iron rod with cap;

Thence North 79 degrees 56 minutes 26 seconds East 325.06 feet to the POINT OF BEGINNING, containing 161.050 acres of land more or less.

The bearing recited hereon are oriented to NAD 27 Texas North Central Zone.

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154